

ONTARIO
SUPERIOR COURT OF JUSTICE
COMMERCIAL LIST

THE HONOURABLE MR.) THURSDAY, THE 16TH
JUSTICE HAINEY) DAY OF APRIL, 2020

HSBC BANK CANADA

Applicant

- and -

MARS FREIGHT LTD., ALL LINK FREIGHT SERVICES LTD. and 11675443
CANADA INC.

Respondents



ORDER
(Expanding Receivership Order)

THIS MOTION made by BDO Canada Limited in its capacity as the Court-appointed Receiver (the “Receiver”) of all of the assets, undertakings and properties of Mars Freight Ltd., All Link Freight Services Ltd. and 11675443 Canada Inc. for an Order adding Skyland Carriers Inc. (“Skyland”) as a Respondent in these proceedings was heard this day by way of judicial telephonic attendance at Toronto, Ontario.

ON READING the First Report of the Receiver dated April 7, 2020 (the “First Report”) and on hearing the submissions of counsel for the Applicant and the Receiver, no one else appearing although duly served as appears from the affidavit of service of Rachel Bengino sworn April 15, 2020, to be filed;

SERVICE

1. THIS COURT ORDERS that the time for service of the Notice of Motion and the Motion is hereby abridged and validated so that this motion is properly returnable today.

APPROVAL OF ACTIVITIES

2. THIS COURT ORDERS that the First Report and the actions, decisions and conduct of the Receiver as set out in the First Report are hereby authorized and approved; provided, however, that only the Receiver, in its personal capacity and only with respect to its own personal liability, shall be entitled to rely upon or utilize in any way such approval.

SKYLAND CARRIERS INC.

3. THIS COURT ORDERS that the definition of "Debtors" in the Order granted by this Court on February 26, 2020 (the "**Receivership Order**") shall be expanded to include Skyland pursuant to section 101 of the *Courts of Justice Act*, R.S.O. 1990 c.C.43. Further, the definition of "Property" in the Receivership Order shall be expanded to include the business carried on by Skyland, including all proceeds thereof. The style of cause of the within proceedings shall be amended to include Skyland as a Respondent. Further, the definition of "Excluded Assets" in the Receivership Order is hereby amended as follows:

"those specific assets, collateral, equipment and/or motor vehicles identified and described in registrations validly made against either Mars Freight, All Link or Skyland, under the *Personal Property Security Act*, R.S.O. 1990, C. P.10 (other than registrations in favour of the Applicant) (collectively, the "**Excluded Assets**")."

4. THIS COURT ORDERS that, in respect of the Receiver's appointment over the assets, properties and undertakings of Skyland, it is a receiver for all purposes of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended, pursuant to section 243(2)(b)(ii) therein.

REPAIR AND STORAGE LIENS

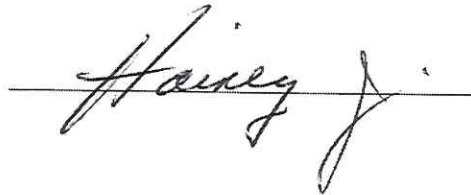
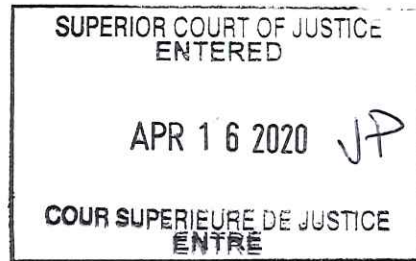
5. THIS COURT ORDERS that the Receiver is hereby empowered and authorized, but not obligated, to take possession and control of the Property and any and all proceeds, receipts, disbursements arising out of or from the Property currently held by or for the benefit of those parties claiming rights in the Property under the *Repair and Storage Lien Act*, R.S.O., 2990, C. R.25, as amended ("**RSLA**") or any other like Act of this Province. Further, each of (i) Tri-Star Truck & Trailer Repair Center Inc.; (ii) Tire King Ltd.; (iii) House of Tire Corp; and (iv) any

other as yet known registrant claiming rights in the Property under the RSLA (all of the foregoing, collectively the "RSLA Claimants" and each an "RSLA Claimant") shall forthwith advise the Receiver of the existence of any Property in such RSLA Claimant's possession or control, shall grant immediate and continued access to the Property to the Receiver and shall deliver all such Property to the Receiver upon the Receiver's request.

6. THIS COURT ORDERS that the Receiver shall hold any monies collected in connection with paragraph 14 of the Receivership Order which may be subject to a dispute as to priority between the Applicant and one or more of the RLSA Claimants pending the determination of the priority dispute or upon consent of the Applicant and the applicable RSLA Claimant.

GENERAL

7. THIS COURT HEREBY REQUESTS the aid and recognition of any court, tribunal, regulatory or administrative body having jurisdiction in Canada to give effect to this Order and to assist the Receiver and its agents in carrying out the terms of this Order. All courts, tribunals, regulatory and administrative bodies are hereby respectfully requested to make such orders and to provide such assistance to the Receiver, as an officer of this Court, as may be necessary or desirable to give effect to this Order or to assist the Receiver and its agents in carrying out the terms of this Order.

A handwritten signature in cursive script, appearing to read "Hailey J.", is written over a horizontal line.

IN THE MATTER OF Section 101 of the *Courts of Justice Act*, R.S.O. 1990 c.C.43, as amended, and in the matter of Section 243(1) of the *Bankruptcy and Insolvency Act*, R.S.C. 1985, c. B-3, as amended

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Court File No.: CV-20-00636836-00CL

**ONTARIO
SUPERIOR COURT OF JUSTICE
(COMMERCIAL LIST)**

Proceedings commenced at Toronto

**ORDER
(Expanding Receivership Order)**

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